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Xiezhong International Holdings Limited

協眾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**AGM**”) of Xiezhong International Holdings Limited (the “**Company**”) will be held at 389 Kening Road Science Park, Jiangning District, Nanjing, Jiangsu Province, PRC on Friday, 24 May 2019 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2018.
2. To re-elect the following retiring directors of the Company (the “**Director(s)**”) and to authorise the board of Directors to fix their remuneration:
 - (1) To re-elect Ms. Chen Xiaoting as an executive Director;
 - (2) To re-elect Mr. Shen Jun as an executive Director;
 - (3) To re-elect Mr. Huang Yugang as a non-executive Director;
 - (4) To re-elect Mr. Zhang Shulin as an independent non-executive Director; and
 - (5) To authorise the board of Directors to fix their remuneration.
3. To re-appoint KPMG as the auditor of the Company and authorise the board of Directors to fix the remuneration of the auditor.

4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

IT IS RESOLVED THAT:

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the issued share capital of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until which ever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any other applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

5. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

IT IS RESOLVED THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as herein after defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of the subscription rights under options granted under the share option scheme or any other similar arrangement of the Company from time to time adopted for the grant or issue to officers and/or employees and/or consultants and/or advisors of the Company and/or an of its subsidiaries and/or other persons of Shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of the issued share capital of the Company and the said approval shall be limited accordingly. Provided That conditional upon the passing of resolution No. 4 above, the aforesaid of 20% limit shall be extended by the addition thereto of the aggregate number of the issued share capital of the Company repurchased under the authority granted to the Directors pursuant to the said resolution No. 4; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any other applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, warrants or other securities which are attached with rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

6. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

IT IS RESOLVED THAT:

“subject to the passing of the resolutions No. 4 and No. 5 above, the general mandate granted to the Directors pursuant to resolution No. 5 be and is hereby extended by the addition to the aggregate number of the share capital of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4, provided that such extended amount shall not exceed 10% of the aggregated number of share capital of the Company in issue as at the date of passing of the said resolution.”

By Order of the Board
Xiezhong International Holdings Limited
Chen Cunyou
Chairman

Hong Kong, 23 April 2019

Notes:

1. In order to ascertain the entitlement of members of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2019.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.

3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
4. Referring to resolution no. 3 in this notice, the existing auditor, KPMG, will retire and be re-appointed as the auditor of the Company with effect from the conclusion of the meeting.
5. With regard to resolution no. 2 in this notice, the board of Directors proposes that four retiring Directors, namely Ms. Chen Xiaoting, Mr. Shen Jun, Mr. Huang Yugang and Mr. Zhang Shulin being eligible for re-election, be re-elected as Directors. Details of these Directors are set out in Appendix II to the circular to shareholders of the Company dated 23 April 2019.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this notice, the Board comprises four executive Directors, namely Mr. CHEN Cunyou, Mr. GE Hongbing, Ms. CHEN Xiaoting and Mr. SHEN Jun; one non-executive Director, namely Mr. HUANG Yugang; and four independent non-executive Directors, namely Mr. LAU Ying Kit, Mr. CHEUNG Man Sang, Mr. ZHANG Shulin and Mr. LIN Lei.